

RECORDATION NO. 22694-B FILED

SEP - 8 '09 -10 3 0 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

September 8, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S W  
Washington, D.C. 20423-0001

Dear Ms. Quinlan.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of September 3, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment previously filed with the Board under Recordation Number 22694.

The name and address of the party to the enclosed document are

Seller: Manufacturers and Traders Trust Company  
(successor to AllFirst Bank)  
25 South Charles Street  
Baltimore Maryland 21201

[Buyer: Occidental Chemical Corporation  
Occidental Tower  
5005 LBJ Freeway  
Dallas, Texas 75244]

Anne K. Quinlan, Esq  
September 8, 2009  
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A description of the railroad equipment covered by the enclosed document is:

63 cars within the series DOWX 5019 - DOWX 5099 as more particularly set forth in the equipment schedule attached to the document

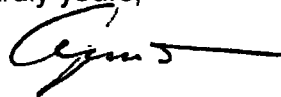
A short summary of the document to appear in the index is

Bill of Sale

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bhs  
Enclosures

SEP - 8 '09

-10 3 0 AM

BILL OF SALE

## SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt of which is hereby acknowledged, Manufacturers and Traders Trust Company, a New York state banking corporation ("Seller"), does hereby sell, assign and transfer unto Occidental Chemical Corporation, a New York corporation ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Schedule A (the "Equipment")

This Bill of Sale is being delivered in connection with the Railroad Purchase and Sale Agreement between Seller and Buyer dated as of September 3, 2009 (the "Agreement")

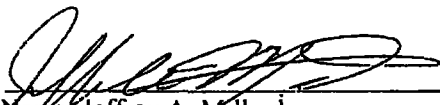
Seller hereby warrants and represents to the Buyer that the Seller is the owner of the Equipment conveyed hereby and that such Equipment is free and clear of all security interests, liens and encumbrances arising by, through or under Seller. Seller also warrants and represents that Seller has full right, power and authority to sell the Equipment conveyed hereby. Nothing contained herein shall be deemed to expand or diminish the representations and warranties of the Seller set forth in the Agreement.

THE EQUIPMENT SHALL BE SOLD TO PURCHASER BY SELLER ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, AND WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AT LAW OR IN EQUITY, IN RESPECT OF ANY OF THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

Notice is hereby given that the rights, but not the obligations, of Seller under this Bill of Sale for the equipment described herein have been assigned to M&T Equipment Finance Corporation pursuant to an agreement between Seller and M&T Equipment Finance Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 3rd day of September, 2009. The undersigned further acknowledges that he holds the office of the Seller set forth below his name, that he is duly authorized to execute and deliver this Bill of Sale as the corporate act of the Seller, and that he is making such statements under penalty of perjury.

MANUFACTURERS AND TRADERS TRUST  
COMPANY

By:   
Name: Jeffrey A. Millard  
Title: Vice President

SCHEDULE A  
TO  
BILL OF SALE  
DATED SEPTEMBER 3, 2009

Car Mark	Car Type
DOWX005019	HOPPER
DOWX005022	HOPPER
DOWX005023	HOPPER
DOWX005024	HOPPER
DOWX005025	HOPPER
DOWX005026	HOPPER
DOWX005027	HOPPER
DOWX005028	HOPPER
DOWX005029	HOPPER
DOWX005031	HOPPER
DOWX005033	HOPPER
DOWX005035	HOPPER
DOWX005036	HOPPER
DOWX005037	HOPPER
DOWX005039	HOPPER
DOWX005040	HOPPER
DOWX005041	HOPPER
DOWX005042	HOPPER
DOWX005043	HOPPER
DOWX005044	HOPPER
DOWX005045	HOPPER
DOWX005046	HOPPER
DOWX005047	HOPPER
DOWX005048	HOPPER
DOWX005049	HOPPER
DOWX005050	HOPPER
DOWX005052	HOPPER
DOWX005053	HOPPER
DOWX005054	HOPPER
DOWX005055	HOPPER
DOWX005056	HOPPER
DOWX005058	HOPPER

Car Mark	Car Type
DOWX005059	HOPPER
DOWX005060	HOPPER
DOWX005061	HOPPER
DOWX005062	HOPPER
DOWX005063	HOPPER
DOWX005064	HOPPER
DOWX005065	HOPPER
DOWX005066	HOPPER
DOWX005067	HOPPER
DOWX005069	HOPPER
DOWX005071	HOPPER
DOWX005073	HOPPER
DOWX005074	HOPPER
DOWX005075	HOPPER
DOWX005076	HOPPER
DOWX005077	HOPPER
DOWX005079	HOPPER
DOWX005081	HOPPER
DOWX005082	HOPPER
DOWX005084	HOPPER
DOWX005085	HOPPER
DOWX005086	HOPPER
DOWX005087	HOPPER
DOWX005088	HOPPER
DOWX005090	HOPPER
DOWX005092	HOPPER
DOWX005094	HOPPER
DOWX005095	HOPPER
DOWX005096	HOPPER
DOWX005098	HOPPER
DOWX005099	HOPPER